Annexure -III

CONSORTIUM AGREEMENT/MEMORANDUM OF AGREEMENT
(on non-Judicial Stamp Paper of appropriate value)

This Consortium Agreement/Memorandum of Agreement is executed at Bangalore on this_____ day of _____.

BETWEEN

Mr. _____ R/o_____ OR M/s_____, a Company incorporated under the Companies Act, 1956 and having its Registered Office at _____ acting through its _____ duly authorized by a resolution of the Board of Directors dated _____ (hereinafter referred to as the „LEAD MEMBER" which expression unless excluded by or repugnant to the subject or context be deemed to mean and include its successors in interest, legal representatives, administrators, nominees and assigns) of the ONE Part;

AND

Mr. _____ R/o_____ OR M/s _____, a Company incorporated under the Companies Act, 1956 and having its Registered Office at _____ and acting through its _____, duly authorized by a resolution of the Board of Directors dated _____ (hereinafter referred to as the („Participant member") which expression unless excluded by or repugnant to the subject or context be deemed to mean and include its successors in interest, legal representatives, administrators, nominees and assigns) of the OTHER/SECOND PART

[AND

Mr. _____ R/o_____ OR M/s _____, a Company incorporated under the Companies Act, 1956 and having its Registered Office at _____ and acting through its _____, duly authorized by a resolution of the Board of Directors dated _____ (hereinafter referred to as the („Participant member") which expression unless excluded by or repugnant to the subject or context be deemed to mean and include its successors in interest, legal representatives, administrators, nominees and assigns) of the THIRD PART]

Whereas Bangalore Metro Rail Corporation Limited (hereinafter referred to as „BMRCL") has invited tenders for the "**TENDER FOR LICENSING OF SPACE FOR INSTALLATION OF IBS/BTS/CELLULAR TOWER/POLE AT METRO STATIONS IN FOUR EXTENSIONS OF PHASE-1, REACH-5 & REACH-6 OF BMRCL NETWORK.**" in terms of the tender documents issued for the said purpose and the eligibility conditions required that the Bidders bidding for the same should meet the conditions stipulated by BMRCL for participating in the bid by the JV/Consortium for which the tender has been floated by BMRCL.

AND WHEREAS in terms of the bid documents both the parties jointly satisfy the eligibility criteria laid down for a Bidder for participating in the bid process by forming a JV/Consortium between themselves.

AND WHEREAS both the parties hereto have discussed and agreed to form a JV/Consortium for participating in the aforesaid bid and have decided to reduce the agreed terms to writing.

NOW THIS CONSORTIUM AGREEMENT/MEMORANDUM OF AGREEMENT HEREBY WITNESSES:

1. That in the premises contained herein the Lead Member and the Participant Member having decided to pool their technical know-how, working experiences and financial resources, have formed themselves into a JV/Consortium to participate in the tender process for "TENDER FOR LICENSING OF SPACE FOR INSTALLATION OF IBS/BTS/CELLULAR TOWER/POLE AT METRO STATIONS IN FOUR EXTENSIONS OF PHASE-1, REACH-5 & REACH-6 OF BMRCL NETWORK." in terms of the tender invited by Bangalore Metro Rail Corporation (BMRCL).

2. That all the members of the Consortium have represented and assured each other that they shall abide by and be bound by the terms and conditions stipulated by BMRCL for awarding the tender to the Consortium so that the Consortium may take up the aforesaid "TENDER FOR LICENSING OF SPACE FOR INSTALLATION OF IBS/BTS/CELLULAR TOWER/POLE AT METRO STATIONS IN FOUR EXTENSIONS OF PHASE-1, REACH-5 & REACH-6 OF BMRCL NETWORK."
Sites as mentioned Clause 2.3 of ITT, Section II of the tender document in case the consortium turns out to be the successful Bidder in the bid being invited by BMRCL for the said purpose.

3. That all the members of the Consortium have satisfied themselves that by pooling their technical know-how and technical and financial resources, the Consortium fulfills the pre-qualification/eligibility criteria stipulated for a Bidder, to participate in the bid for the said tender process for "**TENDER FOR LICENSING OF SPACE FOR INSTALLATION OF IBS/BTS/CELLULAR TOWER/POLE AT METRO STATIONS IN FOUR EXTENSIONS OF PHASE-1, REACH-5 & REACH-6 OF BMRCL NETWORK".**

4. That the JV/Consortium have agreed to nominate any one of_____, _____ and _____ as the common representative who shall be authorized to represent the JV/Consortium for all intents and purposes for dealing with the Government and for submitting the bid as well as doing all other acts and things necessary for submission of bid documents such as Bid Application Form, Mandatory Information, Financial Bid etc., and such other documents as may be necessary for this purpose.

5. That the share holding of the members of the JV/Consortium for this specified purpose shall be as follows:

(i) The Lead Member shall have _____per cent (___%) of share holding with reference to the JV/Consortium for this specified license agreement.
(ii) The Participant Member shall have _____ (___%) of share holding with reference to the JV/Consortium for this specified license agreement.
(iii) The Participant Member shall have _____ (___%) of share holding with reference to the JV/Consortium for this specified license agreement.

6. That in order to fulfill the requirement of the licensing process and also keep an altogether separate legal entity of the JV/Consortium, the Members of the JV/Consortium undertake to provide their own nominees as share holders to the extent of their respective share holding for the purpose of formation of a Special Purpose Company (SPC) through which the JV/Consortium proposes to undertake the work.

7. That in case to meet the requirements of bid documents or any other stipulations of BMRCL, it becomes necessary to execute and record any other documents amongst the members of the JV/Consortium, they undertake to do the needful and to participate in the same for the purpose of the said project.

8. That it is clarified by and between the members of the JV/Consortium that execution to this Consortium Agreement/Memorandum of Agreement by the members of the JV/Consortium does not constitute any type of partnership for the purposes of provisions of the Indian Partnership Act and that the members of the JV/Consortium shall otherwise be free to carry on their independent business or commercial activities for their own respective benefits under their own respective names and styles. This Consortium Agreement is limited in its operation to the specified project.

9. That the Members of the JV/Consortium undertake to specify their respective roles and responsibilities for the purposes of implementation of this Consortium Agreement and the said project if awarded to the JV/Consortium in the Memorandum & Articles of Association of the proposed Special Purpose Company to be got incorporated by the JV/Consortium Members to meet the requirements and stipulations of BMRCL.

IN FAITH AND TESTIMONY WHEREOF THE PARTIES HERETO HAVE SIGNED THESE PRESENTS ON THE DATE, MONTH AND YEAR FIRST ABOVE WRITTEN.

1. (_____)
Authorized Signatory
(_____) For
(Name of company)

2. (_____)
Authorized Signatory
(_____) For
(Name of company)

3. (_____)
Authorized Signatory
(_____) For
(Name of company)

***Enclosure*: Board resolution of each of the JV/Consortium Members authorizing:**

(i) Execution of the Consortium Agreement, and
(ii) Appointing the authorized signatory for such purpose.

Annexure –IV

FORMAT FOR POWER OF ATTORNEY FOR SIGNING OF BID DOCUMENT

(on non-Judicial Stamp Paper of appropriate value)

Power of Attorney

Know all men by these presents, We/I _____ (name and address of the registered office) do hereby constitute, appoint and authorize Mr / Ms. _____ (name and residential address) who is presently employed with us and holding the position of as our attorney, to do in our name and on our behalf, all such acts, deeds and things necessary in connection with or incidental to our bid, including signing and submission of all documents and providing information / responses to BMRCL, representing us in all matters before BMRCL, and generally dealing with BMRCL in all matters in connection with our bid for the said tender/license agreement, and signing of license agreement.

We hereby agree to ratify all acts, deeds and things lawfully done by our said attorney pursuant to this Power of Attorney and that all acts, deeds and things done by our aforesaid attorney shall and shall always be deemed to have been done by us.

For

.....

Accepted

_____ (signature)
(Name, Title and Address) of the Attorney

Note:

- ***The mode of execution of the Power of Attorney should be in accordance with the procedure, if any, laid down by the applicable law and the charter documents of the executants(s) and when it is so required the same should be under common seal affixed in accordance with the required procedure.***